

Francis O. Scarpulla (41059)
 Craig C. Corbitt (83251)
 Judith A. Zahid (215418)
 Patrick B. Clayton (240191)
 Qianwei Fu (242669)
 Heather T. Rankie (268002)
 ZELLE HOFMANN VOELBEL & MASON LLP
 44 Montgomery Street, Suite 3400
 San Francisco, CA 94104
 Telephone: (415) 693-0700
 Facsimile: (415) 693-0770
 fscarpulla@zelle.com
 ccorbitt@zelle.com

Joseph M. Alioto (42980)
 Theresa D. Moore (99978)
 THE ALIOTO FIRM
 555 California Street, 31st Floor
 San Francisco, CA 94104
 Telephone: (415) 434-8900
 Facsimile: (415) 434-9200

*Class Counsel for Indirect-Purchaser
 Plaintiffs*

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION**

IN RE TFT-LCD (FLAT PANEL)
 ANTITRUST LITIGATION

Master File No. C07-1827-SI

MDL No. 1827

This Document Relates to:
 All Indirect Purchaser Actions

**[PROPOSED] ORDER GRANTING
 PRELIMINARY APPROVAL OF CLASS
 SETTLEMENT WITH DEFENDANT
 CHUNGWA PICTURE TUBES, LTD.**

Hearing Date: April 30, 2010
 Time: 9:00 a.m.
 Courtroom: 10, 19th Floor
 Judge: Honorable Susan Illston

1 The Indirect-Purchaser Plaintiffs (“Plaintiffs”) have moved the Court for Preliminary
 2 Approval of Class Settlement with Defendant Chunghwa Picture Tubes, Ltd. (“CPT”). The Court,
 3 having reviewed the motion, the Indirect-Purchaser CPT Class Settlement Agreement (hereinafter
 4 “CPT Settlement Agreement”), the pleadings and other papers on file in this action, and the
 5 statements of counsel and the parties, hereby finds that the motion should be GRANTED.

6 IT IS HEREBY ORDERED that,

7 1. The CPT Settlement Agreement is preliminarily approved, subject to a hearing on the
 8 final approval of the settlement (hereinafter “Fairness Hearing”).

9 2. The following class of indirect purchasers (hereinafter “Settlement Class”) is
 10 provisionally certified for settlement purposes only:

11 All individuals and entities who, at any time during the period
 12 beginning January 1, 1996 and continuing through December 31,
 13 2006, purchased TFT-LCD products in the United States
 14 (including its territories and protectorates) indirectly from the
 15 defendants or their parents, subsidiaries, and affiliates, *excluding*:
 16 defendants, their parents, subsidiaries, and affiliates, any co-
 17 conspirators, all governmental entities, and any judges or justices
 18 assigned to hear any aspect of this action.

16 3. Also excluded, in accordance with their request, are those persons and entities who
 17 timely and validly request exclusion from the Settlement Class pursuant to the terms of the notice to
 18 be sent to the class.

19 4. The Court finds the prerequisites to a class action under Federal Rule of Civil
 20 Procedure 23(a) have been satisfied for settlement purposes in that:

21 a. There are millions of geographically dispersed class members, making joinder
 22 of all members impracticable;

23 b. The claims of the class representatives are typical of those of the other
 24 members;

25 c. There are questions of fact and law that are common to all members of the
 26 class; and

27 //

28 //

1 d. The class representatives will fairly and adequately protect the interest of the
2 class and have retained counsel experienced in complex antitrust class action litigation who have and
3 will continue to adequately represent the class.

4 5. The Court finds this action may be maintained as a class action under Federal Rule of
5 Civil Procedure 23(b)(3) for settlement purposes because (i) questions of fact and law common to
6 the members of the class predominate over any questions affecting only individual members, and (ii)
7 a class action is superior to other available methods for the fair and efficient adjudication of this
8 controversy.

9 6. The Court finds that the settlement falls within the range of possible approval. The
10 Court further finds that there is a sufficient basis for notifying the class of the proposed settlement,
11 and for enjoining class members from proceeding in any other action pending the conclusion of the
12 Fairness Hearing.

13 7. The Court appoints Allan Rotman, Frederick Roza, Steven Martel, Robert Kerson,
14 Byron Ho, Joe Solo, Lisa Blackwell, David Walker, Robert Feins, Scott Eisler, John Okita, Ben
15 Northway, Rex Getz, Kou Srimoungchanh, Patricia Giles, Christopher Murphy, Gladys Baker, Judy
16 Griffith, Ling-Hung Jou, Martha Mulvey, Cynthia Saia, Allen Kelley, Thomas Clark, Marcia
17 Weingarten, Tom DiMatteo, Chris Ferencsik, Donna Jeanne Flanagan, Bob George, Dr. Robert
18 Mastronardi, Christopher Bessette, Chad Hansen, Dena Williams, Scott Beall, Robert Watson, John
19 Matrich, Joe Kovacevich, and Jai Paguirigan as representatives of the Settlement Class.

20 8. The Court appoints Zelle Hofmann Voelbel & Mason LLP and The Alioto Firm as
21 Settlement Class Counsel.

22 9. The Court will conduct a Fairness Hearing on a date to be set. The Fairness Hearing
23 will be conducted to determine the following:

24 a. Whether the proposed settlement is fair, reasonable, and adequate and should
25 be granted final approval;

26 b. Whether final judgment should be entered dismissing the claims of the class
27 against Chunghwa Picture Tubes, Ltd., with prejudice as required by the Settlement Agreement; and

28 c. Such other matters as the Court may deem appropriate.

1 10. To avoid the possible duplication of class notices, notice of this partial class
2 settlement shall be deferred. A status conference is scheduled for June 3, 2010 at 2:00 p.m., at
3 which time the Court will address the content of notice and the notice plan.

4 11. Each class member shall have the right to be excluded from the settlement class by
5 mailing a request for exclusion to the claim administrator no later than 60 days after the notice date.
6 Requests for exclusion must be in writing and set forth the name and address of the person or entity
7 who wishes to be excluded, as well as all trade names or businesses names and addresses used by
8 such person or entity, must state that the person or entity wishes to be excluded, and must be signed
9 by the person or entity seeking exclusion. No later than 70 days after mailing of the notice date,
10 Class Counsel shall file with the Court a list of all persons and entities who have timely requested
11 exclusion from the Settlement Class.

12 12. Any class member who does not properly and timely request exclusion from the
13 Settlement Class shall, upon final approval of the settlement, be bound by the terms and provisions
14 of the settlement so approved, including but not limited to the releases, waivers, and covenants
15 described in the Settlement Agreement, whether or not such person or entity objected to the
16 settlement and whether or not such person or entity makes a claim upon the settlement funds.

17 13. Each class member who does not timely seek exclusion from the class shall have the
18 right to object to the settlement by filing written objections with the Court no later than 60 days after
19 the notice date, copies of which shall be served on all counsel listed in the class notice. Failure to
20 timely file and serve written objections will preclude a class member from objecting to the class
21 settlement.

22 14. Each class member who does not timely seek exclusion from the class shall have the
23 right to appear at the Fairness Hearing by filing a Notice of Intention to Appear no later than 60 days
24 after the notice date, copies of which shall be served on all counsel listed in the class notice.

25 15. All briefs, memoranda, and papers in support of final approval of the settlement shall
26 be filed no later than 14 days before the Fairness Hearing.

27 //

28 //

1 16. All further indirect-purchaser class proceedings as to Chunghwa Picture Tubes, Ltd.
2 are hereby stayed except for any actions required to effectuate the settlement or that are otherwise
3 permitted by the CPT Settlement Agreement or agreed by the settling parties.

4 17. The Court retains exclusive jurisdiction over this action to consider all further matters
5 arising out of or connected with the settlement.

6 **IT IS SO ORDERED.**

7 Dated: _____, 2010



Hon. Susan Illston
United States District Judge

12 #3220792v1